

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
RESIDENTIAL CAPITAL, LLC, et. al.)	Case No. 12-12020 (MG)
Debtors.)	(Jointly Administered)
)	Docket Ref. Nos. 530, 874, 1060 & 1342

**THIRD SUPPLEMENTAL DECLARATION OF
HARVEY R. KELLY OF ALIXPARTNERS, LLP AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.**

I, Harvey R. Kelly, declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am a managing director of AlixPartners, LLP (together with its parent and subsidiary-affiliates, “**AlixPartners**”), which has a place of business at 2000 Town Center, Suite 2400, Southfield, Michigan 48075.
2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.
3. I am filing this third supplemental declaration to supplement my original declaration (the “**Original Declaration**”), executed on June 27, 2012, my supplemental declaration (the “**Supplemental Declaration**”), executed on July 23, 2012, the *Supplemental Declaration of Alan D. Holtz*, executed on August 8, 2012, and my second supplemental declaration (the “**Second Supplemental Declaration**”), executed on September 4, 2012, all in support of the application (the “**Application**”), dated June 27, 2012, of the Official Committee of Unsecured Creditors of Residential Capital, LLC, et al. (the “**Committee**”) for entry of an order authorizing the Committee to employ and retain AlixPartners, LLP as financial advisors pursuant

to sections 328 and 1103 of chapter 11 of title 11 of the Bankruptcy Code and under the terms and conditions set forth in the Application.

4. In the Original Declaration and the Supplemental Declaration, AlixPartners reserved the right to supplement its declarations in the event that AlixPartners discovered any facts bearing on AlixPartners' employment by the Committee. Accordingly, AlixPartners would like to disclose the following update to the original disclosure regarding Kirkland & Ellis:

- The Debtors retained Kirkland & Ellis ("K&E") as a professional in interest in this chapter 11 matter. K&E currently provides services to AlixPartners in matters unrelated to the Debtors and these chapter 11 cases.

In addition, AlixPartners makes the following additional disclosure:

- Locke Lord, LLP, a notice of appearance party in this chapter 11 matter, is co-counsel, material contract party, professional in interest and adverse party to current and former AlixPartners clients in matters unrelated to the Debtors.

5. AlixPartners continues to reserve the right to supplement its disclosures in the event that AlixPartners discovers any facts bearing on matters regarding AlixPartners' employment by the Committee. If any new material relevant facts or relationships are discovered or arise, AlixPartners will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

/s/ Harvey R. Kelly
Harvey R. Kelly

Dated this 19th day of October, 2012